



P98000038715

ACCOUNT NO. : 072100000032

REFERENCE : 799722 82263A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 29, 1998

ORDER TIME : 9:53 AM

ORDER NO. : 799722-005

CUSTOMER NO: 82263A

100002504881--9

CUSTOMER: Thomas M. Fitzgibbons, Esq
THOMAS M. FITZGIBBONS, ESQUIRE

Suite 4
22 South Tuttle Avenue
Sarasota, FL 34237

DOMESTIC FILING

NAME: BY&C MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 AM 11:58

RECEIVED
98 APR 29 AM 10:43
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

B Y & C MANAGEMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 AM 11:58

ARTICLE I. CORPORATE NAME.

The name of this corporation is: B Y & C MANAGEMENT, INC..

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all businesses permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,000 shares of common stock having par value of \$1.00 per share.

ARTICLE IV. PRINCIPAL OFFICE

The principal office and mailing address of B Y & C MANAGEMENT, INC., shall be:
22 South Tuttle Avenue, Suite 4
Sarasota, FL 34237

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Thomas M. Fitzgibbons
Attorney at Law
22 South Tuttle Avenue
Suite 4
Sarasota, Florida 34237

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The name of the initial director of this Corporation and street address is:

Robert A. Younker
22 South Tuttle Avenue, Suite 4
Sarasota, FL 34237

The person named as initial director shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATION.

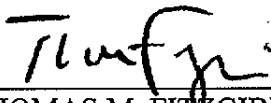
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Thomas M. Fitzgibbons, Esquire
22 South Tuttle Avenue
Suite 4
Sarasota, FL 34237

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Thomas M. Fitzgibbons, as Incorporator, has executed the foregoing Articles of Incorporation on the 28th day of April, 1998.



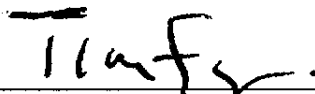
THOMAS M. FITZGIBBONS

CERTIFICATE OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

The undersigned, **THOMAS M. FITZGIBBONS, ESQUIRE**, having been designated as Registered Agent to accept service of process for B Y & C MANAGEMENT, INC., hereby agrees and accepts to act in this capacity, and agrees to comply with the provisions of the applicable Florida Statutes relative to keeping open the registered office of the corporation at the place designated in the Articles of Incorporation for B Y & C MANAGEMENT, INC., as follows:

Registered Agent:	THOMAS M. FITZGIBBONS, ESQUIRE
Registered Office:	22 South Tuttle Avenue Suite 4 Sarasota, Florida 34237

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of April, 1998.



THOMAS M. FITZGIBBONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 AM 11:58